

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

55 EAST MONROE STREET

CHICAGO, ILLINOIS 60603-5803

LOS ANGELES OFFICE

ONE CENTURY PLAZA - SUITE 3300

2029 CENTURY PARK EAST

LOS ANGELES, CALIFORNIA 90067-3063

AREA CODE 213 277-7200

FACSIMILE 213 201-5219

NEW YORK OFFICE

767 THIRD AVENUE

NEW YORK, NEW YORK 10017-2013

AREA CODE 212 715-9000

FACSIMILE 212 752-3116

SACRAMENTO OFFICE

770 L STREET

SUITE 1150

SACRAMENTO, CALIFORNIA 95814-3325

AREA CODE 916 446-3970

FACSIMILE 916 446-4214

WASHINGTON, D.C. OFFICE

815 CONNECTICUT AVENUE, N.W.

WASHINGTON, D.C. 20006-4004

AREA CODE 202 463-2400

FACSIMILE 202 828-5393

SAN FRANCISCO OFFICE

101 CALIFORNIA STREET

SUITE 2900

SAN FRANCISCO, CALIFORNIA 94111-5858

AREA CODE 415 397-2823

FACSIMILE 415 397-8549

June 7, 1991

\$15.00 filing fee

17380

RECORDED BY _____ FILED 143

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Room 2303
12th & Constitution
Washington, D.C. 20423

1-158A068 JUN 7 1991 -3 20 PM
INTERSTATE COMMERCE COMMISSION

Attention: Mrs. Mildred R. Lee/DOCUMENTS FOR RECORDATION

Dear Mr. Strickland:

I am an attorney representing a party to the enclosed agreement.

I have enclosed originals and certified copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

The document is a Memorandum of Lease, a primary document, dated June 1, 1991.

The names and addresses of the parties to the document are as follows:

Lessor: General Electric Railcar Leasing Services
Corporation
33 West Monroe Street
Chicago, Illinois 60603

Lessee: Chicago and North Western Transportation Company
One North Western Center
165 North Canal Street
Chicago, Illinois 60606

JUN 7 3 25 PM '91
NOTED BY _____ UNIT

NEW
NUMBER

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

A description of the equipment covered by the document follows:

230 3-pocket open topped hopper railroad cars with rotary couplers manufactured by Trinity Industries, Inc. in 1991 included within the cars bearing running marks and numbers:

CNW 870100-CNW 870674

A fee of \$15.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number, to the person bearing this letter.

A short summary of the document to appear in the index follows:

Memorandum of Lease between General Electric Railcar Leasing Services Corporation, 33 West Monroe Street, Chicago, Illinois 60602 ("Lessor") and Chicago and North Western Transportation Company, One North Western Center, 165 North Canal Street, Chicago, Illinois 60606 ("Lessee") covering 230 open top hopper railroad cars.

Very truly yours,
SEYFARTH, SHAW, FAIRWEATHER & GERALDSON
By



Richard Demarest Yant

RDY
Enclosures

6/7/91

Interstate Commerce Commission
Washington, D.C. 20423

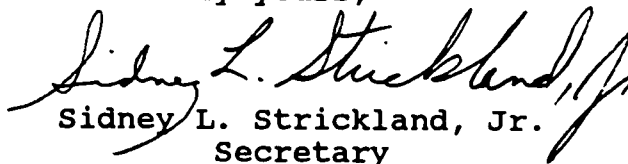
OFFICE OF THE SECRETARY

Richard Demarest Yant
Seyfarth, Shaw, Fairweather & Geraldson
55 East Monroe Street
Chicago, Illinois 60603-5803

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/7/91 at 3:30pm, and assigned recordation number(s) 17379 & 17380

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MEMORANDUM OF LEASE

17380
JUN 7 1991 - 3:30 PM
INTERSTATE COMMUNICATIONS
GENERAL TRANSMISSION

This Memorandum of Lease is dated as of the 1st day of June, 1991 by GENERAL ELECTRIC RAILCAR LEASING SERVICES CORPORATION, a Delaware corporation ("Lessor") having an address at 33 West Monroe Street, Suite 2400, Chicago, Illinois 60603 and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation ("Lessee"), having an address at One North Western Center, 165 Canal Street, Chicago, Illinois 60606.

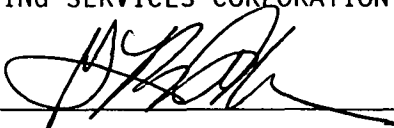
1. Lessor has leased to Lessee and Lessee has leased from Lessor open top hopper railroad cars as more fully described on Schedule 1 attached hereto and made a part hereof (the "Units") pursuant to a Lease of Railroad Equipment No. 2 between Lessor and Lessee of even date herewith (the "Lease Agreement").

2. The Lease Agreement provides the terms and conditions under which the Units are leased to Lessee, including, without limitation, the lease term, the rental rate and terms relating to maintenance and risk of loss.

3. The purpose of this Memorandum is to provide notice of the foregoing lease arrangement. As between Lessor and Lessee, if this Memorandum conflicts with the Lease Agreement, the Lease Agreement will control.

IN WITNESS WHEREOF, Lessor and Lessee have executed this Memorandum as of the day and year first above written.

GENERAL ELECTRIC RAILCAR
LEASING SERVICES CORPORATION

By: 

Its: President

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

By: 

Its: Vice President - Law

STATE OF ILLINOIS)

COUNTY OF COOK)

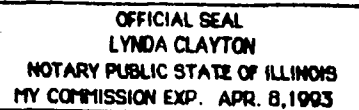
SS:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that Gregory R. Ambrose, a President of GENERAL ELECTRIC RAILCAR LEASING SERVICES CORPORATION, personally known to me to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered this instrument as his free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 6th day of June, 1991.

Lynda Clayton
Notary Public

My Commission Expires:



STATE OF ILLINOIS)

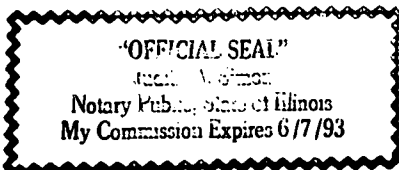
COUNTY OF COOK)

SS:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that RONALD J. CUCHNA, a VICE-PRESIDENT-LAW of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, personally known to me to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered this instrument as his free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 6th day of JUNE, 1991.

Joseph A. Simon
Notary Public
My Commission Expires:



SCHEDULE 1

THE UNITS

230 Units out of the following described 575 Units of railroad rolling stock:

1991 Trinity Industries built triple hopper rotary coupler coal cars, having capacity of 100 tons and 4,000 cubic feet, preliminary specification H-30225 (AAR Mechanical Designation HT), with the following running marks and numbers:

CNW 870100 - 870674 (inclusive)

NOTE: The parties will execute, deliver and file a supplement to this schedule when the actual car numbers of the Units subject to the Lease Agreement are identified.

Chicago and North Western
Transportation Company
XXXXXXXXXXXX
Railway



August 30, 1994

File: A-13482-B
EOC: 0-086

One North Western Center
Chicago, Illinois 60606

Office of the Secretary
312.559.6156

Mr. Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

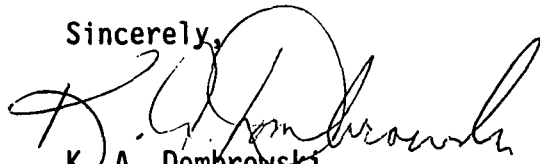
RE: Memorandum of Lease is dated as of the 1st day of June, 1991 by General Electric Railcar Leasing Services Corporation, a Delaware corporation (Lessor), and Chicago and North Western Transportation Company, a Delaware corporation (Lessee).

ICC Recordation No.: 17380

Dear Mr. Strickland:

In connection with the above agreements, please be advised that the name of Chicago and North Western Transportation Company was changed to Chicago and North Western Railway Company effective May 6, 1994, pursuant to the Certificate of Amendment of Restated Certificate of Incorporation of Chicago and North Western Transportation Company filed with the State of Delaware on May 5, 1994.

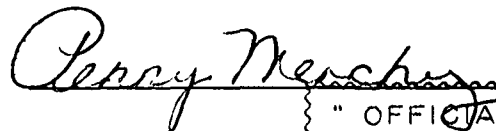
Sincerely,


K. A. Dombrowski
Assistant Secretary

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 30th day of August, 1994, before me personally appeared K. A. Dombrowski, to me personally known, who, by me being duly sworn, says that she is Assistant Secretary of Chicago and North Western Railway Company and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires: April 12, 1995


" OFFICIAL SEAL "
PENNY MENCHEY
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 4/12/95